

HM #34 - "Second Skin"
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FADE IN:

Ext. PALACE GARDEN -- DAY

CLOSE ON an oversize PALADIN game piece from ETERNIAN CHESS. At Orko's command, the Paladin LEAPS across the game board to capture the opposing EMPRESS!

Orko (v.O.)
Cleric to Paladin D-four!

WIDER - ORKO & ROBOTO sit in opposite chairs (well, Orko hovers) looking at the huge "board" in the outdoor plaza. Orko does a celebratory dance.

Orko
(sing-song) I got your Empress!
Roboto's gonna lo-ose!

Roboto
(calmly) Guard to Archer G-4.

ON THE BOARD - Roboto's GUARD piece SOMERSAULTS across the board, over several defenders, to land beside Orko's EMPEROR.

ORKO - giddy with excitement...as ROBOTO addresses him, matter-of-factly.

ORKO
I can't believe I actually--

ROBOTO
Lost.

ORKO - in f.g. freezes in horror when he realizes what's happened. Then he's frustrated and baffled as the pieces bow to each other as the game ends in the BG.

ORKO
But how? I captured your Empress!
I had you surrounded!

ROBOTO
Strategy, Orko. I saw what you
intended and led you into a trap.

CLOSER - Orko sags, defeated.

ROBOTO

You must learn to think several
moves ahead. And to always have
a back-up plan in case things go
wrong...

Suddenly, several SHADOWS pass over our heroes with a
WHOOSH, startling them. They look up to see:

THEIR POV - 4 SPELEAN bat-people (see "Underworld") fly
overhead, heading for the main tower with great urgency.

Int. PALACE Throne room - MOMENTS LATER

LIGHT spills across the faces of KING RANDOR, MAN AT ARMS,
and ADAM as an OS door bursts open.

Randor

Lord Dactys. Welcome, my friend.
May I offer you--

REVERSE ANGLE - LORD DACTYS leads his delegation of
Speleans toward the throne. He is clearly upset.

Lord dactys

There is no time for pleasantries,
King Randor. I have something you
must see at once.

ANGLE - A Spelean holds open a bag, from which Dactys
removes a large (3-by-5 foot) piece of shed SNAKE SKIN.

LoRD DACTYS

Last mid-moon, one of my patrols
found this in Subternia.

FAVOR RANDOR - He takes the skin from Dactys.

Adam

Is that what I think it is?

Man at arms

Snake skin.

THE SPELEANS - hold up more shed skins. RANDOR - is
troubled by the discovery.

RaNDOR

I encountered a few Snake Men in
the Corridors of Lithos. I assumed
they were the last surviving
members.

MAN AT ARMS - examines a snake skin, grim-faced.

man AT ARMS
This skin has openings for five
heads.

Randor & Adam react with dawning horror. ADJUST TO MAA:

MAN AT ARMS
(narrows eyes) King Hiss is alive.

Ext. Palace - dAY

Adam on a SKY SLED -- zooming away from the Palace. Orko
comically zips after him, trying to catch up.

ORKO
The Snake Men? I thought they
fell into the abyss--?

WIDE - Adam hits the throttle and ACCELERATES away. Orko
struggles to keep up.

ORKO
Hey, wait up! I'm coming with
you!

Int. CaSTLE GRAYSKULL - sorceress' SCREEN ROOM

<<NOTE: the room we saw in "Lessons".>> WE SEE A
DISTORTED, WAVERING IMAGE of ZODAK floating in a cool
meditative pose. <as he did in Ep #21>>

Sorceress (v.O.)
Zodak cannot help you this time.
He has entered a state of deep
meditation, and cannot be
awakened.

PAN FROM MAGIC WINDOW TO REVEAL Adam and Orko sitting at
the side of THE SORCERESS. She is in a visibly weakened
state.

SORCERESS
If King Hiss has returned, you and

the Masters alone must stop him.

CLOSER - Adam is concerned.

AdAM

Can you at least help us find him?

SORCERESS

I am still recovering from King
Hiss' venom. My powers are too
weak to sense his presence. <looks
outwards, with effort> I have
only a faint premonition.
Fragmented...

SORCERESS - **A VISION IS SUPERED** over her image - With a
frightening HISS, a serpent SLITHERS in a CIRCLE, then
SHOCK CUT TO image of the storm-tossed waters of the SEA OF
RAKASH.

SORCERESS (v.O.)

A Serpent Ring. And the Sea of
Rakash.

IMAGE FADES - Sorceress shakes off the frightening images.

SORCERESS

I do not know what it means.
Perhaps the answer can be found in
the Ancient Texts.

ADAM draws his sword.

AdAM

There's no time. We have to find
King Hiss now.

ADAM raises his sword & TRANSFORMS INTO COOL NEW HE-MAN
SNAKE DESIGN TRANSFORMATION:

Adam/he-man

By the Power of Grayskull./I have
the power!

HE-MAN - poised to head out, looks at Orko.

He-man

Coming, Orko?

ORKO remains, narrows his eyes "shrewdly":

 orKO
I think I'll stay here and take a
look at those texts. Figure out a
"strategy."

HE-MAN nods and hurries out.

Int. Lava chamber - subterania

A fiery LAVAFALL spills down a cliff in this subterranean realm. 8 humanoid FIGURES are silhouetted against the dramatic tableaux.

 King hiss (heads in unison)
The Tablet of the Elders has
yielded its secrets to me.

CLOSER - KING HISS, in multi-head form, looks over the Tablet of the Elders -- which we see being held aloft by the subservient KOBRA KHAN. Hiss is surrounded by the remnants of his Snake Army: SSSQUEEZE, TUNG LASHOR & 4 SNAKE SOLDIERS. They're illuminated by the ORANGE GLOW of the magma. Ominous.

 SSSQUEEZE
What have you learned, my King?

HISS - dramatic - faces rippled by waves of HEAT
DISTORTION:

 KING HISS (heads in unison)
The location of the Serpent's
Ring.

ANGLE - Sssqueeze and Tung Lashor glance at each other knowingly. Big news. Kobra Khan pokes his head around from the tablet he's holding aloft, ignorant.

 KOBRA KHAN
The Serpent's Ring? What's that?

Int. CaSTLE GRAYSKULL - library - same time

INTERCUT - OTS SHOT of Orko reading an ANCIENT SCROLL in the library. There's a drawing of the Serpent's Ring, which is an OROBORUS (snake swallowing its own tail).

OrKO
"an artifact of unspeakable
power!"

ANGLE - The Sorceress is here too, helping Orko.

OrKO
Says here the Elders buried it in
the ages ago after they locked up
King Hiss in that Void. (looks up,
puzzled) *Caverns* of Rakash?

Int. LaVA CHAMBER - suBTERNIA - saME TIME

Tung Lashor relishes this new opportunity.

Int. CastLE GRAYSKULL - LIBRARY - saME TIME

Orko uses MAGIC to FLIP the pages of a musty tome. ADJUST TO an image of a SILHOUETTED FIGURE on a page, next to another image of the planet being nearly separated into 2 parts.

OrKO
Oh I get it. The Caverns of Rakash
became the Sea of Rakash when...
(shudders) Hordak... invoked the
Spell of Separation.

EXT MOUNTAIN PEAK (FLASHBACK) - A SILHOUETTED FIGURE stands dramatically against a blood-red sky. FLASHES of LIGHTNING give us a terrifying glimpse of the powerful villain: HORDAK! <re-use shots from Ep. #24 "Separation" if possible>>

INT. TUNNEL - DAY

Kobra Khan leads King Hiss and the other Snake Men to the mouth of a tunnel that opens onto the SEA OF RAKASH.

KiNG HISS (HEADS IN UNISON)
The "Sea of Rakash." You have
done well, Kobra Khan.

Khan - bows obediently, allowing a slight smile. PAN TO SSSQUEEZE & TUNG LASHOR - who exchange jealous glances.

KING HISS - regards his subjects.

KING HISS (HEADS IN UNISON)
Prepare to dive.

ANGLE - The Snake Men MORPH their scales into cool underwater SNAKE ARMOR -- very sleek, with fin-like steering vanes.

WIDER - The Snake Men DIVE out of the tunnel into the Sea...

Int. CASTLE GRAYSKULL - LIBRARY - saME TIME

Orko uses his magic to fumble through the scrolls and books.

OrKO
They say where the Serpent's Ring
is, but what does it do?

THE SORCERESS - offers an explanation.

SORCERESS
Perhaps the Elders saw fit to keep
that knowledge from the world.

ORKO - gets an idea:

ORKO
The Elders aren't talking, but I
bet I know someone who will...

ORKO zips off excitedly. HOLD ON SORCERESS watching.

Ext. SKY OVER Ruins of zalesia - DAY

4 Sky Sleds ZOOM over the ruined city, heading toward the craggy shoreline of the Sea of Rakash. He-Man's in the lead.

He-man (OS)
The Sorceress had a vision of the
Sea of Rakash. We should find
them there.

CLOSER - TRAVELING - FAVOR TEELA, flying abreast MAA & MEK.

Teela
Did she also have a vision of us
kicking snake butt?

MAA calls out as he pushes a button on his mace.

MaN AT ARMS
(calls) Engaging snake armor,
underwater mode.

TEELA & MEKANEK morph cool-looking UNDERWATER-MODE SNAKE
ARMOR. MEKANEK is impressed.

Mekanek
Nice.

MAA, TRAVELLING (few shots) as his armor completes
morphing.

Man at arms
We can "thank" the Snake Men.
Their shed skin provided me the
DNA
necessary to create it. It should
allow us greater maneuverability
and protection.

EXT. CLIFF, SEA OF RAKASH - SOON

FAVOR HE-MAN as he, MAA, TEELA & MEKANEK assemble atop a
cliff overlooking the raging waters of the Sea of Rakash,
as HE-MAN clicks into place some cool (TBD) element of his
Snake Armor.

He-MAN
Let's catch some snakes

The Masters - DIVE gracefully from the 100-foot-high cliff.

Ext. Sea of rakash - outer caverns

In snake armor, He-Man, MAA, Teela & Mek swim thru an eerie
"forest" of kelp-like seaweed that SWAYS in the current.
During HE-MAN dialog, PAN and PUSH in on MERMAN peeking out
from behind rocks and observing them. Merman at first wears
a look, like he's gonna attack them.>>

He man (over COMM) <partial OS>
Stay sharp. These waters are home
to creatures every bit as
dangerous as Snake Men.

MERMAN at mention of Snake Men, gets scared look & zips off.

The Masters - make their way into a MAZE of TUNNELS and underwater RAVINES. They swim into a passage...

IN THE TUNNEL - He-Man leads the way. STALACTITES and STALAGMITES remind us that this was once a terrestrial cave.

ANGLE - The Masters emerge from the tunnel. Mekanek EXTENDS his neck (his armor allows for this) and spots something.

MeKANEK (over comM)

There!

THEIR POV - The Snake Men (8 total) have gathered outside the entrance to an underwater cave. King Hiss goes inside.

FAVOR HE-MAN - He turns to his comrades.

He-MAN (OVER COMM)

Take the others. I'm going after King Hiss.

DRAMATIC ANGLE - The Masters charge forward!

ON A SNAKE SOLDIER - He turns around just in time to see:

MAA'S FIST - hurtling INTO CAMERA to make contact! WHOMP!

The SNAKE Soldier - gets knocked out of his skin! And SINKS away, stunned by the blow.

Teela and Mekanek - swim into the midst of the Snake Men, opening up a HOLE that He-Man surges through!

TEELA swings her Staff (or snake armor weapon) at Tung Lashor, but he easily DODGES it. Snake Men are highly maneuverable in water! <<Masters too are more maneuverable.>

TUNG LASHOR - SHOOTS OUT his tongue!

ANGLE - It WRAPS around Teela's leg & Tung Lashor hurls her against the rocks! WHAM! Snake Armor protects her somewhat.

MEKANEK - WHOMPS a Snake Soldier with his mace (or some

Snake Armor weapon) then faces off against Kobra Khan.

Khan - SNAPS OPEN his hood...and spits...but the venom diffuses into a cloud -- useless. He scowls, frustrated.

MEKANEK - smiles...then takes a SWING at Khan.

ANGLE - Khan effortlessly twists his serpentine body to EVADE the strikes. He DIVES below the overconfident Mek, comes up behind, and GRABS him in a HEADLOCK! He's trapped. Khan <HISSES>, a stream of BUBBLES rising from his armor.

MAA deploys his wrist cannon (or snake armor weapon), but just as he fires Sssqueeze's hand zips INTO FRAME & COILS around his arm, spoiling his shot.

DRAMATIC ANGLE - Sssqueeze reels in MAA for the kill...

Int. Cavern of rakash - saME TIME

King Hiss's Snake Scepter ILLUMINATES this cave. Hiss (in human mode) hovers before an ancient BAS-RELIEF CARVING depicting the defeat of the Snake Men.

THE CARVING - shows ZODAK and the ELDERS casting King Hiss and his army into the Void.

KING HISS - sneers with contempt.

KiNG HISS
This world will be mine again.

HE-MAN (o.S.)
Don't count on it.

HE-MAN - swims in, ready for action. KING HISS - studies him with regal indifference.

KING HISS
The "mighty" Zodak couldn't defeat me. What chance do you have?

HE-MAN
(defiant) Let's find out.

MEKANEK (OVER COMM)
Ha! Can't spit venom underwater!

Khan
(gloating) Don't need to.

KING HISS - LEAPS forward, swinging his scepter!

HE-MAN PARRIES the attack and counters. Hiss raises his scepter. The SCEPTER ENERGY forms a COBRA HOOD SHIELD, blocking He-Man's sword blow and KNOCKING him backwards.

HE-MAN - recovers. WHIP PAN TO HISS - who aims his scepter, and a SCEPTER ENERGY surges forth!

ANGLE - The energy SLAMS into He-Man, sending him SMASHING THROUGH the wall of the cave!

Ext. SEA OF RAKASH - OUTER CAVERNS - cONTINUOUS

He-Man EMERGES from the cavern and tumbles through the ocean.

Int. CAVERN OF RAKASH - cONTINUOUS

HISS turns back to the carving. He SMASHES it with a powerful blow from the scepter!

THE CARVING - SPLITS & CRUMBLES under the impact...
REVEALING the Serpent's Ring -- imbedded in deep rock. The Oroborus is about a foot in diameter, made from a bronze-like metal.

HISS reaches & RIPS it from the rock, smiling triumphantly.

Ext. SEA OF RAKASH - OUTER CAVERNS - momENTS LATER

TEELA circles for position against Tung Lashor.

ANGLE - Tung LASHES out at her, and KNOCKS OFF her mask!
(Or otherwise DISABLES her breathing gear, depending on design).

TEELA - starts to sink, horrified, a stream of BUBBLES flowing from her mouth...

MAA - sees her as he grapples with Sssqueeze.

MaN AT ARMS (OVER COMM)

Teela!

MEKANEK - struggles against Khan's headlock. Grinning, the Snake Man DISABLES Mek's breathing gear also!

ANGLE - Mek shoots/EXTENDS his neck toward the surface. The force of the action DISLODGES Khan and sends him backwards.

Ext. SEA OF RAKASH - cONTINUOUS

Mek's head shoots out above the waves, GASPING for air.

Ext. SEA OF RAKASH - OUTER CAVERNS - cONTINUOUS

MAA fires a BLAST from his mace (or snake armor weapon), hitting Sssqueeze and causing him to let go of Teela.

ANGLE - MAA swims after Teela.

King Hiss - emerges from the cave, and MORPHS INTO MULTIPLE HEADS and emits a PIERCING SCREECH (SFX). ADJUST ANGLE - In response, the Snake Men disengage and follow.

MAA races to Teela...she's out of air & passing out. He's not going to get there in time... when suddenly He-Man SHOOTS PAST in his snake gear...bursting thru a rock formation in his direct path...and grabs her!

He-man

She needs air!

CLOSE - HE-MAN inserts his breathing apparatus into Teela's mouth. Her eyes open to find his face a few inches from hers. She's a bit frazzled as she comes around.

Teela

(a bit embarrassed) Uh, thanks.

He-man

Don't mention it.

The Masters - swim for the surface.

Ext. SEA OF RAKASH - momENTS LATER

He-Man, MAA, and Teela break the surface, where they tread water beside Mek's extended head.

MaN AT ARMS
King Hiss?

He-MAN
(grim) Found what he was looking
for.

Ext. BEHIND PALACE OF ETERNIA PRISON compound - dAY

ORKO & ROBOTO enter the orb-like elevator leading down to Eternium Prison. It descends.

Int. ELEVATOR TO ETERNiUM PRiSON COMPOUND - coNTINUOUS

B.G. PANS as Orko & Roboto descend.

RoBOTO
Are you certain you know what
you're doing, Orko?

OrKO
("shrewdly") I'm thinking several
steps ahead, just like you said.

INT. ETERNIUM PRISON - DAY

The massive elevator lands, the door opens and Orko and Roboto exit and head over to the entrance, passing 2 Robo-Guards.

ROBOTO GESTURES to them and the main door opens (followed by the interior doors).

INT. ISOLATION cELL BLOCK -cont

A DARK CELL BLOCK - as ORKO and ROBOTO enter, the thick door slams down behind them with an ominous <BOOM>. ORKO reacts, a bit nervous now.

Orko & Roboto stop in front of the sole cell in the block. THE CELL - it's dark. From the blackness comes a <RATTLE>.

FAVOR ORKO - He floats back a "step," startled. He grins sheepishly at Roboto, then moves forward again.

OrKO
Ahh We want to talk to you.

ON THE CELL - No movement in the darkness; just a voice:

Rattlor (o.S.)
I have nothing to say.

OrKO
(determined) Tell us about the
Serpent's Ring!

IN THE CELL - A pair of evil EYES flash open in
recognition.

ORKO - presses on:

ORKO
Why does King Hiss want it? What
does it do?

ON CELL - RATTLOR's HEAD suddenly, frighteningly, shoots
forward -- nearly slamming into the bars of the cell.
Startled Orko "jumps" backward.

RatTLOR
So my master lives! (slyly to
self) And he seeks the Serpent's
Ring...

FAVOR ORKO - He trades glances with Roboto.

RATTLOR - grins evilly, his tail <RATTLING>.

RatTLOR
(low chuckle) When King Hiss finds
it, Eternia is doomed.

END ACT ONE

ACT TWO

Ext. CLIFF OVERLOOKING SEA OF RAKASH - dAY

He-Man, MAA, Teela & Mekanek regroup on the cliff by their
sky sleds. MASTERS' UNDERWATER ARMOR MORPHS to "ON-LAND"

SNAKE ARMOR. <<HE-MAN's ancient armor adapts to on-land mode in its own unique and TBD unique way.>>

MEK - EXTENDS his neck to examine the adjacent EVERGREEN FOREST, uses his sensor-visor to scan the area.

MEK'S POV - The forest thru FILTER. ZOOM IN on some TRACKS.

INCLUDE ALL - Mek RETRACTS his neck and reports:

MeKANEK
They're heading west, through the
Evergreen Forest.

MaN AT ARMS
Let's move.

ANGLE - The Masters and He-Man hop on Sky Sleds & FLY OFF!

Int. prison - dAY

Orko and Roboto step away from Rattlor's cell, digesting what they've just heard. They're both spooked.

RobOTO
If what Rattlor said about the
Serpent's Ring is true, we must
warn the others at once.

FAVOR ORKO - he nods.

OrKO
You go. I'm gonna try to learn
more. (narrows eyes "shrewdly") In
case we need a back-up plan.

Roboto nods and hurries off. Orko turns back to Rattlor and "hitches up" his robe, trying to look cool and tough.

OrKO
Okay scale-face, let's talk.

RATTLOR - glares at him defiantly; his tail <RATTLES>...

Ext. evergreen forest - dAY

KING HISS (back in "single head" form) & the Snake Men approach an area near Felis Folia, <<A King Carnivus settlement/village>> built on a hilltop deep in the forest.

ANGLE - Sssqueeze uses his long arms to lower himself down from a branch high in the canopy.

SSSQUEEZE
The Eternians are on our tail my
king.

KING HISS - smiles malevolently, glances up at the village.

KiNG HISS
A perfect opportunity to
demonstrate the power of the
Serpent's Ring.

Ext. SKY APPROACHING FELIS FOLIA - laTER

MASTERS zoom towards the village -- as MEKANEK scans.

MekaneK
Snake tracks lead into the
village.

He man
Felis Folia. One of King Carnivus'
settlements.

They bank towards the hill village.

Ext. village of felis folia - soon

MASTERS & HE-MAN on foot now, cautiously come towards
CAMERA. REVERSE ANGLE - The village appears to be deserted.

Man at arms
Deserted.

FAVOR TEELA - She's suspicious.

TeELA
Something isn't right.

Suddenly an ominous <HISSING>. WIDER - Masters stop.
HISSING comes from all around. Creepy. Masters assume
battle stances.

ANGLE - King Hiss (in HUMAN FORM) steps INTO VIEW, flanked
by Kobra Khan, Tung Lashor, and Sssqueeze. He calls:

KiNG HISS
Your persistence is most

impressive.

WIDE - Two dozen Snake Men EMERGE from the buildings and around corners to surround the Masters.

FAVOR HE-MAN - He glares defiantly at King Hiss.

KING HISS
And most foolish. This day will
be your last.

HISS SPLITS into multiple heads, issues a HISSING battle cry!

SNAKE MEN charge the Masters! (NOTE: 4 of them are Snake Soldiers, while the others are "transformed" villagers with vague feline features armed with construction & farm tools.)

HE-MAN - KNOCKS ASIDE a Snake Man with his shield, then gets SWARMED by four more!

TEELA - BACKFLIPS away from two Snake Men, then FLATTENS a third with a SWEEP of her Cobra Staff.

MEKANEK - WHOMPS a Snake Man with his extended neck & head.

MAA - uses his Mace to BLOCK a blow from a huge blacksmith's hammer. He twists aside and connects with a SPINNING KICK, sending the Snake Man CRASHING into a wall.

HE-MAN BURSTS FREE from a pile of Snake Men, SCATTERING them.

A Snake Soldier - comes up behind He-Man, poised to strike with his sword... when a SHADOW falls over him.

ROBOTO - suddenly DROPS DOWN from a Sky Sled...and SLAMS into the Soldier.

He-Man - turns to greet the new arrival.

He-MAN
Great timing, Roboto.

WIDER - He-Man and Roboto fight side-by-side. MAA, Teela, and Mekanek move to stand beside them.

ROBOTO
Orko and I learned the secret of

the Serpent's Ring. (pause) It has
the power to transform people into
Snake Men.

HE-MAN - narrows his eyes.

MEKANEK - shocked, DODGES an attacking Snake Man.

MeKANEK
You mean, we're fighting
villagers?

TEELA - backs away from a "snake-ified" KING CARNIVUS,
realizing with horror who he is.

TeELA
-- King Carnivus!?

KING HISS - LEAPS atop a building in the village center.
CLOSER - He brandishes the Serpent's Ring, incants:

KiNG HISS (heads in unison)
"Ssslinkar makahn, sssool
ssslandan, hishar kranash!"

ON THE SERPENT'S RING - The tail RETRACTS and the ETHEREAL
SNAKES pour from the artifact's mouth!

MASTERS regroup as the ghostly serpents SLITHER toward
them. He-Man steps in front, his Snake Armor & weapon at
the ready.

He-MAN
Fall back! I'll hold them off!

KING HISS - raises his Scepter in his other hand, points it
at the OS He-Man and SCEPTER ENERGY surges out!.

KING HISS (heads in unison)
You will do nothing...

HE-MAN - gets SNARED in the COILS of the SCEPTER ENERGY!

KING HISS (heads in unison)
...but watch as your friends
become
minions in my army!

THE MASTERS - try to fight off the ethereal snakes, to no
avail; Teela's staff, MAA's mace, Mek's club, and Roboto's

blasts all pass harmlessly through the apparitions!

FAVOR TEELA - One of the snakes COILS around her!

TEELA

Walla!

HE-MAN STRAINS mightily against scepter energy & USING HIS
ANCIENT SNAKE ARMOR...BURSTS FREE!

TWO SHOT - MAA and Mek are attacked by the ethereal snakes!

ON MAA - The snake PASSES INTO his chest! CLOSE ON MAA'S
EYE - His round pupil narrows into a SLIT!

HE-MAN - looks on in horror.

He-MAN

NOOOO!!!

FAVOR MAN AT ARMS - Snake scales SPREAD over his body!

TEELA - sprouts FANGS and a FORKED TONGUE!

MEK - covered in scales. His neck remains extended 8 feet &
articulates like a snake's, as it starts turning green.

ON ROBOTO - The ethereal snakes have no effect on him. He
raises his blaster and charges King Hiss!

FAVOR Kobra Khan - He dives in front of King Hiss....and
takes a BLASTER HIT for his master.

KOBRA KHAN

Look out, my King-- <impact!>

ANGLE - Tung Lashor and Sssqueeze leap into action. Tung
strikes with his whiplike tongue...

ROBOTO - is sent reeling by the powerful <CRACK>!

SSSQUEEZE - catches Roboto in his CONSTRICTOR ARMS!

3 SHOT - MAA, Teela & Mek complete transforming into SNAKE
MEN! Still recognizable, but have distinct serpentine
features. Creepy.

HE-MAN - reacts, horrified.

KING HISS - looks down at them, satisfied.

KING HISS (heads in unison)
Do your new master's bidding.
Attack He-Man!

THE SNAKE-MASTERS - turn and rush He-Man! HE-MAN - backs away, hands raised...

He-MAN
I don't want to hurt-- <ugh!>

...but he gets CLOBBERED by a flying kick from snake-Teela!

TEELA lands. ZOOM in CLOSE & she flicks her tongue, evilly.

ANGLE - He-Man recovers, only to get clocked by a HEAD-BUTT from snake-Mekanek!

WIDER - He-Man lands hard. Snake-MAA picks him up, and HOISTS him over his head.

HE-MAN
(dazed) Duncan... Fight-it...

CLOSE ON MAA - His slit-pupiled eyes NARROW with evil intent.

Man at arms
(torn) I can't. (then, evil smile
& snaky voice) Nor do I want to!

TWO-SHOT - MAA BODY-SLAMMS He-Man!

KING HISS - smiles, satisfied.

Int. prison - saME TIME

Orko continues his "interrogation" of Rattlor, who's back in the shadows.

ORKO
How can they be changed back?
There's gotta be a way! Tell me!

RATTLOR - head slowly extends forward into the light. ORKO is expectant...But then RATTLOR just chuckles...

RatTLOR
<evil chuckle> When my king

arrives with his new army, I will
enjoy watching you suffer.

...and his head recedes back into the shadows of his cell.

ORKO - looks around, desperate for inspiration.

OrKO
Tell me what I want to know, or
I'll-- I'll--(to self) I need a
strategy...

ORKO'S sees - A mouse-like RODENT skitters across the
floor.

ORKO - gets an idea. He casts a SPELL on it.

OrKO
Snakes have one natural enemy...

THE MOUSE - is TRANSFORMED into a giant ETERNIAN MONGOOSE!
It gnashes its fierce TEETH!

ANGLE - The huge beast sees Rattlor and <ROARS>! The Snake
Man slithers into the corner, terrified.

RATTLOR
<hisses!> Mongoose! Keep it away!
Keep it away! (terrified) I'll
talk! I'll talk!

ORKO - crosses his arms impatiently; the tables have
turned.

ORKO
(cocky) I'm waiting...

Ext. forest clearing, OPHIDIAN SPIRE - laTER

KING HISS & minions arrive at clearing in the deep forest.
He-Man & Roboto are in chains, carried by the snake-
Masters.

CLOSER - The captives are set down as they stop. <NOTE:
transformed villagers are not with them>

ANGLE - They're all assembled near what looks like an
enormous (redwood-size) tree trunk in the center. The 12-
foot diameter, 200-foot tall branch-less "trunk" is covered
with moss and creepers, and appears to be very old.

KING HISS smiles evilly and greedily at it:

KING HISS (heads in unison)
The Ophidian Spire.

KING HISS - steps up to the Spire and touches it with his Scepter. ENERGY FLOWS into the tower...

ANGLE - In response, the Spire begins to shed the growth covering it. The moss and vines WITHER and CRUMBLE away.

THE SPIRE - is REVEALED in all its evil glory! A carved snake coils around the pillar, creating a "spiral staircase" to the top, where the snake splits into FOUR HEADS. Each head faces a compass point, its jaws opened wide.

KING HISS - approaches the chained He-Man, his multiple heads curling around him menacingly.

KING HISS (heads in unison)
The Spire will spread the power of
the Serpent's Ring over the entire
planet. And soon, all Eternians
shall be gloriously transformed.

He-MAN
(struggling) Never.

KING HISS (heads in unison)
Defiant to the last. (derisive)
How noble.

WIDER - King Hiss turns and starts up the staircase.

HE-MAN - still bound, he glances at Roboto & nods a signal, then takes a step toward snake-MAA, who's looking away.

ROBOTO - DETACHES his left arm at the shoulder...

KING HISS - arrives at the top of the Spire and reverently places the Serpent's Ring into a slot on a central altar.

THE OPHIDIAN SPIRE - begins to <THRUM> with power...

HE-MAN - KICKS snake-MAA's arm, in which he carries the Power Sword. The weapon SPINS up into the air! snake-MAA spins around in surprise...

ROBOTO'S bonds DROP to the ground & he REATTACHES his arm.

Snake-MAA - nasty look on his face, comes at He-Man, just as ...the SWORD comes back down...& SLICES THRU He-Man's chains!

HE-MAN hurls snake-MAA away.

THE SNAKE MEN scramble to recapture their prisoners!
Snake-Masters on one flank, Snake Men & generals on the other.

HE-MAN - grabs his sword and STRIKES the ground! WIDE -
The earth CRACKS & TREMBLES, scattering the snake-Masters.

ROBOTO lets loose a massive blast...sending all the real Snake Men and generals flying.

He-MAN
I'm going after Hiss!

ROBOTO stands his ground, weapon poised as a coupla Snake Men come charging back at him.

ANGLE - He-Man starts toward the tower when he hears:

KING HISS - beginning the spell incantation:

KiNG HISS (heads in unison)
"Ssslinkar makahn--<mmph!>"

Suddenly a MAGIC MUZZLE CLAMPS over his "primary" mouth!

DRAMATIC ANGLE - Orko swoops down, casting a spell!

OrKO
It can't cast the spell if you
can't say the words!

KING HISS - continues using his other mouths, but then more MUZZLES APPEAR to shut them as well.

KiNG HISS (heads in unison)
"Sssool ssslanda--<mmph>
Ssslandan, hish--<mmph!>"

ORKO "gloats".

OrKO
Whatdya think of my back-up
strategy?

KING HISS - aims his Scepter at Orko, furious. SCEPTER
ENERGY SURGES forth and WHOMPS him good!

ORKO - goes TUMBLING backwards and CRASHES to the ground.

KING HISS - summons his strength and his mouths BREAK FREE
of the muzzles with angry <HISSES>!

ANGLE - King Hiss moves back to the altar... but stops
short. CAMERA PANS TO REVEAL - HE-MAN standing opposite
him...Power Sword raised confidently, about to strike the
Serpent's Eye.

He-MAN
It's over, Hiss...

KING HISS - knows something He-Man doesn't:

KING HISS (heads in unison)
I wouldn't do that--

ANGLE - He-Man whomps his sword down on the Serpent's Ring.
There's a tremendous BLOSSOM OF ENERGY at the impact point,
which sends both He-Man and his sword FLYING!

HE-MAN
<pained impact CRY!>

WIDE - He-Man tumbles off the Spire and plummets to the
ground. His sword SPINS away in another direction.

HE-MAN - SLAMS into the earth. THE SWORD - sticks into the
ground, blade-first.

ROBOTO - sees his comrade fall as he battles snake-Mek.

ANGLE - Roboto fires a hook, attached to a rope...which
binds Mekanek to a tree...<<ALT: some other harmless
"capturing"

weapon -- but not a blaster>> only to find himself facing
snake-Teela and snake-MAA.

KING HISS - speaks the incantation:

WIDER - In response, huge ETHEREAL SNAKES EMERGE from the

four gaping mouths of the Spire and sky-slither in all directions (think the end of "Raiders of the Lost Ark").

LOW ANGLE - He-Man recovers and looks up at the ominous release of evil energy. Orko hovers at his side.

OrKO

My *back-up* back-up plan was to destroy the Serpent's Ring, but Rattlor said nothing on Eternia can destroy it.

HE-MAN - gets an idea.

He-MAN

Nothing on Eternia...?

ROBOTO - lays down restraining fire at the ground to keep the encroaching snake-Masters at bay.

RoBOTO

I don't wish to harm you... RoBOTO

He-Man!

(to Mek)

My apologies, Mekanek.

KiNG HISS (heads in unison)

"Ssslinkar makahn, sssool
ssslandan, hishar kranash!"

KING HISS - on altar watches with smug satisfaction, as ethereal snakes fly outward. Suddenly the Spire SHUDDERS and starts to SWAY. Hiss is confused.

KiNG HISS (heads in unison)

What...?

ON HE-MAN - With one final PUNCH he completes a CRACK straight through the Spire.

ANGLE - He GRASPS the base of the Spire & starts to LIFT it!

KING HISS - can't believe his eyes.

HE-MAN - summons every last ounce of strength and HURLS the Spire straight up, at the Eternian SUN!

WIDE - King Hiss LEAPS CLEAR as the Spire rockets skyward!

THE SPIRE - disappears into the sun's GLARE. A beat later it IMPACTS with a cool explosion of MYSTIC ENERGY!

WIDE - The color light show WASHES over the scene. The snake-ified Eternians crumple to the ground.

ANGLE - The ethereal snakes EMERGE from Man At Arms, Teela, and Mekanek... WRITHING and DISSOLVING into oblivion!

CLOSE ON MAA'S EYE - The slit pupil EXPANDS into a circle. WIDER- The snake scales DISAPPEAR as he REVERTS to normal.

TEELA AND MEKANEK - also TRANSFORM back to human form.

INTERCUT - FELIS FOLIA - The Villagers also return to normal.

BACK ON SCENE - He-Man, Orko & Roboto help their dazed comrades to their feet.

TeELA
I had the worst nightmare...

MAN AT ARMS - snaps out of it and looks around.

MaN AT ARMS
The Snake Men--?

WIDER - There's no sign of King Hiss or his minions.

roBOTO
I am afraid they have escaped.

CLOSER - Orko is downcast as He-Man grabs his sword.

He-MAN
Chin-up, Orko. We couldn't have stopped Hiss without your help.

OrKO
Oh I just wish I could think two steps ahead and figure out what the Snake Men'll try next.

MAA and TEELA come up beside them.

Man at arms
One thing is certain, we haven't
seen the last of them

WIDE- CAMERA CRANES UP as our heroes turn & head for home,
as we....

FADE OUT.
THE END

HM #34: "Second Skin"

MORAL TAG

FADE IN:

Ext. PALACE GROUNDS - day

MAA is working under the hood of a vehicle, as ORKO
watches. Suddenly, SKY DARKENS and huge THUNDER cracks.

MAA looks up & starts running for his workshop as HUGE RAIN
starts to fall. ORKO stands there, unperturbed and smiles
smugly at CAMERA, as he CONJURES an UMBRELLA. RAIN TORRENTS
DOWN & he's protected.

Orko
(smug) It's always a good idea to
have a back-up plan, just in case
something unexpected happens.

ORKO - Suddenly a gale force wind follows the rain, &
catches the umbrella and sends Orko TUMBLING THRU the air!

Orko
<Cry of alarm!>

REVEAL - HE-MAN standing there and catches the hurtling
ORKO. HE-MAN - smiles. ORKO smiles sheepishly at him,
then at CAMERA.

Orko
'Course, it doesn't hurt to have a
pal like He-Man either. See ya
next time!

THE END

